

MRD

06-16-1999

FORM PTC-159
1-31-92

6-14-99

EET
YU.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commi

ached original documents or copy thereof.

1. Name of conveying party(ies):

DISCOVERY TOYS, INC.
6400 Brisa Street
Livermore, California 94550

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: California
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: June 1, 1999

2. Name and address of receiving party(ies):

Name: PNC BANK, NATIONAL ASSOCIATION, AS AGENT

Internal Address: _____

Street Address: Two PNC Plaza, 620 Liberty Avenue

City: Pittsburgh State: PA ZIP: 15265

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other _____ National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark registration No.(s)

See Attached Schedule A

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corp.

Internal Address: _____

Street Address: 400 Seventh Street, N.W.

City: Washington State: D.C. ZIP: 20004

6. Total number of applications and registrations involved: _____

59

7. Total fee (37 CFR 3.41): \$ 1490⁰⁰

- ☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Richard ROEL
Name of Person SigningRichard Roel
Signature6/7/99
Date

Total number of pages including cover sheet, attachments and document: _____

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

06/15/1999 DNGUYEN 00000163 1661824

01 FC:481
02 FC:48240.00 OP
1450.00 OPTRADEMARK
REEL: 001907 FRAME: 0482

SCHEDULE A

Schedule A to a Trademark Collateral Security Agreement dated June 1, 1999, by and between DISCOVERY TOYS, INC. and PNC BANK, NATIONAL ASSOCIATION, as Agent.

Trademark Name	Registration No./Serial No.	Registration Date	Country
Happy Child Design (One Color)	1,661,824	9/26/90	U.S.A.
Happy Child Design (Four Color)	1,689,143	11/27/90	U.S.A.
Happy Child and Design	1,470,576	12/29/87	U.S.A.
DISCOVERY TOYS	1,230,032	3/8/83	U.S.A.
DISCOVERY TOYS & DESIGN	1,230,031	3/8/83	U.S.A.
DISCOVERY TOYS & DESIGN	1,468,925	12/15/87	U.S.A.
DISCOVERY TOYS & DESIGN	1,846,837	7/26/94	U.S.A.
BISNIPIAN	1,666,839	12/3/91	U.S.A.
BISNIPIAN Adventures and Design	1,669,572	12/24/91	U.S.A.
OH RATS!	1,650,869	7/16/91	U.S.A.
Play... The Pathway To Our Future	1,664,495	11/12/91	U.S.A.
GENTLE BEGINNINGS	1,640,164	4/9/91	U.S.A.
SUNSHINE MARKET	1,593,172	4/24/90	U.S.A.
UP, UP & AWAY	1,637,697	3/12/91	U.S.A.
TUMBLE TIME	1,639,200	3/26/91	U.S.A.
FROGS & PRINCES	1,642,168	4/23/91	U.S.A.
JUMP 'N' STOCK SPLASH!	1,671,247	1/7/92	U.S.A.
We Believe That Play Is a Child's Work... Children Play to Learn, to Grow and to Experience the World Around Them	1,669,573	12/10/91	U.S.A.
ANTEAN EXPLORER	1,669,571	12/24/91	U.S.A.
RESCUE FROM PLANET ZERO	1,669,573	12/24/91	U.S.A.
MARBLEWORKS GRAND PRIX	1,658,304	9/24/91	U.S.A.
GEAROPOLIS	1,666,838	12/3/91	U.S.A.
CONSTRUCTION IN MOTION	1,657,520	9/17/91	U.S.A.
GEAROPOLIS/Construction In Motion- Design Mark	1,664,221	11/12/91	U.S.A.
EARLY DISCOVERIES	1,670,383	12/31/91	U.S.A.
MARBLEWORKS	1,416,127	11/4/86	U.S.A.
MEASURE UP!	1,428,605	2/10/87	U.S.A.
PLACE & TRACE	1,428,604	2/10/87	
DISCOVERY TOYS NEWS	1,429,179	2/17/87	U.S.A.
RAINBOWS, RABBITS & ROSES	1,429,433	2/17/87	U.S.A.
BOOMERINGS	1,438,202	4/28/87	U.S.A.
TONS OF FUN	1,568,607	11/28/89	U.S.A.
GATEWAY TO IMAGINATION	1,566,475	11/14/89	U.S.A.
DISCOVERY TOYS	1,461,799	10/20/87	U.S.A.
BODY JAM	1,691,734	6/9/92	U.S.A.
BODY JAM AND DESIGN	1,696,238	6/23/92	U.S.A.

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A B SEAS	1,704,326	7/28/92	U.S.A.
PLAYFUL PATTERNS	1,709,412	8/18/92	U.S.A.
MOSAIC MYSTERIES	1,744,003	12/29/92	U.S.A.
DOMINO CIRCUS	1,745,276	11/5/93	U.S.A.
JUNGLE RUMBA	1,802,838	11/2/93	U.S.A.
JUNGLE RUMBA AND DESIGN	1,797,137	10/5/93	U.S.A.
IT'S A RINGER!	1,742,407	12/22/92	U.S.A.
ADVENTURES IN LEARNING	1,726,553	10/20/92	U.S.A.
TOTE & GO	1,802,846	11/2/93	U.S.A.
HANDY BEAR	1,825,989	3/15/94	U.S.A.
PLAYFUL BEGINNINGS	1,775,878	6/8/93	U.S.A.
SPIN, RATTLE & ROLL	1,800,183	10/19/93	U.S.A.
ISLAND ADVENTURE	1,854,263	9/13/94	U.S.A.
BODY PALS	1,867,410	12/13/94	U.S.A.
WITH LOVE & WISDOM	1,899,485	6/13/95	U.S.A.
PICTURE THE PIECES	1,918,934	9/12/95	U.S.A.
SOUND STUDIO	1,973,304	5/7/96	U.S.A.
DAZZLE DESIGNER	1,943,236	12/19/95	U.S.A.
CRAZY KEEPER	1,922,990	9/26/95	U.S.A.
HAPPY CHILD	1,981,704	6/18/96	U.S.A.
CASTLE KINGDOM	2,030,951	1/14/97	U.S.A.
AQUA CLUB	2,046,563	3/18/97	U.S.A.
COOL CARE	2,089,770	3/19/97	U.S.A.

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Discovery Toys, Inc., a California corporation having its chief executive office at 6400 Brisa Street, Livermore, California 94550 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to PNC Bank, National Association ("PNC"), as agent for Lenders (as hereinafter defined) located 2 PNC Plaza, 620 Liberty Avenue, Pittsburgh, Pennsylvania 15265, pursuant to (i) a certain Revolving Credit and Security Agreement, dated as of the date hereof by and among PNC, various financial institutions named therein or which hereafter become a party thereto (PNC and such other financial institutions, collectively "Lenders"), PNC as agent for Lenders, (PNC in such capacity, "Agent") and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Borrower in favor of Agent for the ratable benefit of Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

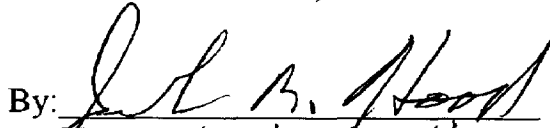
Dated: June 1, 1999

Witness:



DISCOVERY TOYS, INC.


By:



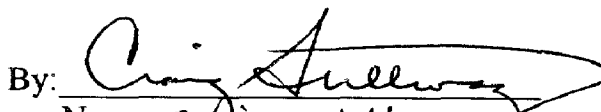
Name: J. L. B. Hood
Title: Treasurer

PNC BANK, NATIONAL ASSOCIATION,
AS AGENT

Witness:



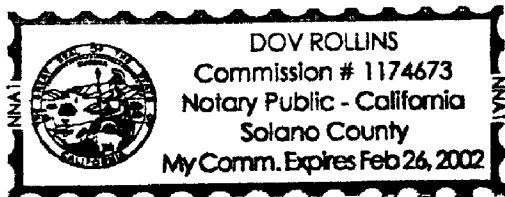
By:



Name: Craig Stillwagon
Title: Vice President

STATE OF CALIFORNIA)
 : SS.:
COUNTY OF Solano)

On this 28th day of MAY, 1999, before me personally came Jack Rhed to me known, who, being by me duly sworn, did depose and say that he is the Treasurer of Discovery Toys, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Dov Rollins
Notary Public

STATE OF New York)
 : SS.:
COUNTY OF New York)

Before me, the undersigned on this 1st day of June, 1999 personally appeared Craig Stillwagon, to me known personally, and who being by me duly sworn, deposes and says that he is the Vice President of PNC Bank, National Association and that he was authorized to sign his name thereto.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000